

Exhibit 3

FORM NO. 5

Registration No. EC/24027



BERMUDA

**CERTIFICATE OF DEPOSIT OF
MEMORANDUM OF ASSOCIATION AND CONSENT
GRANTED BY THE MINISTER**

THIS IS TO CERTIFY that a Memorandum of Association
of

Grosvenor Aggressive Growth Fund Limited

and the consent granted by the Minister under section 6(1) of *the Companies Act 1981* ("the Act") were delivered to the Registrar of Companies on the **24th day of October, 1997** in accordance with section 14(2) of the Act.

Given under my hand this 30th
day of October, 1997.

A handwritten signature in black ink, appearing to read "Anthony Neale S".

for Acting Registrar of Companies

Minimum Capital of the Company: US\$12,000.00

Authorised Capital of the Company: US\$12,000.00